OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771 301-253-6040

0100187066

April 18, 1994

HECURDATION NO. FILED 1425

APR 1 8 1994 - 0 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee Recordations Unit Interstate Commerce Commission 12th & Constitution Avenue, N.W. Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Chattel Mortgage And Security Agreement dated 3/31/94 between the following parties:

Secured Party: Rail Wagons, Inc.

500 Water Street

Jacksonville, FL 32202

Debtor:

Helm-Atlantic Associates Limited

Partnership

One Embarcadero Center San Francisco, CA 94111

The equipment involved in this transaction is listed on Schedule ${\tt A}$ to the agreement.

Please file this agreement as a primary document. The tiling fee of \$18 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Research Consultant

Mary a Osty

Enclosures

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of March 31, 1994, between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware Limited partnership (hereinafter called the Borrower), and RAIL WAGONS, INC., a Delaware corporation (hereinafter called the Secured Party).

WHEREAS the parties hereto have entered into a Chattel Mortgage and Security Agreement Number 3dated as of the date hereof, pursuant to which the Borrower

- (a) grants to the Secured Party a mortgage on and security interest in all of the Borrower's right, title, and interest in and to the railroad equipment listed in Schedule A hereto, the bills of sale and any vendors', manufacturers', or contractors warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash or non-cash proceeds therefrom, including car hire charges and interchange settlements; and
- (b) assigns to the Secured Party all of the Borrower's right, title and interest in and to all leases, car contracts, and other agreements regarding the use, bailment, or lease of the railroad equipment listed in Schedule A hereto, including but not limited to the lease or leases identified in Schedule B hereto, and all payments, including, without limitation, the immediate and continuing right to all payments of rent and car hire due or to become due thereunder.

NOW, THEREFORE, the parties do hereby confirm and acknowledge for the public record the grant of security interest, mortgage, and assignment described herein, all pursuant to the aforesaid Chattel Mortgage and Security Agreement Number 3.

IN WITNESS WHEREOF the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP by Helm Atlantic Corporation its general partner

by Min Helacies by 13 N. W.
Title Chief Thrancial Office, Title Trumer

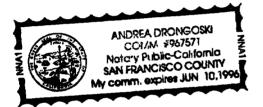
RAIL WAGONS, INC.

STATE OF CALIFORNIA

ss.:

COUNTY OF SAN FRANCISCO

on this day of March, 1994, before me personally appeared <u>John F. Dains</u>, to me personally known, who, by me being duly sworn, says that he is the <u>CFO</u> of Helm Atlantic Corporation, general partner of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, and that the foregoing instrument was signed on behalf of said partnership by authority of its agreement of limited partnership, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.



Malica Olongelessi Notary Public

My commission expires:

STATE OF GEORGIA FLORIDA)

SS.:
COUNTY OF DUVAL)

On this 30 th day of March, 1994, before me personally appeared A.B. AFTOOLA, to me personally known, who, by me being duly sworn, says that he is a treature. Of RAIL WAGONS, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

MARLENE H. ROSS

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Sept. 2, 1995
Commission No. CC140581
Bonded thre Patterson-Becnt Agency

SCHEDULE A **EQUIPMENT**

Description of Equipment:

(1) Eighty-one (81), 100-ton XL boxcars

Unit Numbers:

DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246, 65248-65258, 65251-65262, 65264-65267, 65269-65271, 65273, 65275-65276, 65278-65281, 65283-65286, 65288-65289, 65292-65297, 65299

Seventeen (17), 2,000 horsepower, EMD model GP38-2 (2) locomotives

Unit Numbers:

MP 2075

MP 2093

MP 2106

UP 2077

UP 2079

UP 2080

UP 2082

UP 2083

UP 2085

UP 2091

UP 2100

UP 2102 UP 2104

UP 2105

UP 2107

UP 2109

UP 2110

SCHEDULE B

LEASES AND AGREEMENTS

1) DESCRIPTION: Lease of eighty-one (81) 100-ton XL boxcars,

marked DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246, 65248-65258, 65251-

65262, 65264-65267, 65269-65271, 65273,

65275-65276, 65278-65281, 65283-65286, 65288-

65289, 65292-65297, 65299.

LESSOR: Cypress Equipment Fund, LTD.

LESSEE: The Denver and Rio Grande Western Railroad

Company

ADDRESS: 1515 Arapahoe Street

Denver, Colorado 80202

LEASE DATE: October 1, 1991

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2) DESCRIPTION: Assignment of Lease referred to in item 1.

ASSIGNOR: Cypress Equipment Fund, LTD.

ASSIGNEE: Helm Financial Corporation

ADDRESS: One Embarcadero Center

San Francisco, California 94111

ASSIGNMENT DATE: December 31, 1993

3) DESCRIPTION: Further Assignment of Lease referred to in

item 1.

ASSIGNOR: Helm Fianncial Corporation

ASSIGNEE: Helm-Atlantic Associates Limited Partnership

ADDRESS: One Embarcadero Center

San Francisco, California 94111

ASSIGNMENT DATE: